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Proposed Counsel to the Debtors  
and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - x  
:  
In re: : Chapter 11  
:  
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)  
et al., :  
:  
Debtors. : Jointly Administered  
- - - - - x

**ORDER PURSUANT TO 11 U.S.C. §§ 327(a) AND 329  
AUTHORIZING THE EMPLOYMENT AND RETENTION OF  
MCGUIREWOODS LLP AS ATTORNEYS FOR THE DEBTORS**

Upon the application (the "Application")<sup>1</sup> of the debtors  
and debtors-in-possession in the above-captioned cases  
(collectively, the "Debtors"),<sup>2</sup> for the entry of an order,

<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.

<sup>2</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875),

pursuant to 11 U.S.C. §§ 327(a) and 329, authorizing each of the Debtors to employ and retain the law firm of McGuireWoods LLP ("McGuireWoods") under a general retainer as their attorneys; and upon the Declaration of Dion W. Hayes (the "Hayes Declaration"), a partner of the firm of McGuireWoods LLP and the Declaration of Bruce H. Besanko in Support of Chapter 11 Petitions and First Day Orders; and the Court being satisfied with the representations made in the Application and the Hayes Declaration that said attorneys represent no interest adverse to any of the Debtors' estates, that they are disinterested persons as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that their employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the

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Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore,

**IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Application is GRANTED.
2. Pursuant to sections 327(a) and 329 of the Bankruptcy Code, each of the Debtors, as a debtor-in-possession, is authorized to employ and retain McGuireWoods as its attorneys effective as of the Petition Date to perform the services as set forth in the Application.
3. McGuireWoods shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules and Local Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court.
4. McGuireWoods is authorized, but not directed, to apply the Retainer to pay any fees, costs and expenses relating to services rendered to the Debtors prior to the Petition Date that remain unpaid as of such date and shall hold the remaining portion of the Retainer for application to fees, costs and expenses relating to services rendered subsequent to the Petition Date as may be further ordered by the Court, in accordance with the Application.

Dated: Richmond, Virginia  
December \_\_\_\_, 2008

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HONORABLE KEVIN R. HUENNEKENS  
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Dion W. Hayes  
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**LOCAL BANKRUPTCY RULE 9022-1(C) CERTIFICATION**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Dion W. Hayes  
Dion W. Hayes